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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

KENNETH L. SCHROEDER,

Defendant.

CASE NO. C 07-3798-JW (HRL)

**DECLARATION OF JONAH VAN
ZANDT IN SUPPORT OF SKADDEN,
ARPS, SLATE, MEAGHER & FLOM
LLP'S OPPOSITION TO KENNETH L.
SCHROEDER'S MOTION TO COMPEL**

Date: September 9, 2008

Time: 10:00 a.m.

Courtroom: 8

Judge: Magistrate Judge Howard R. Lloyd

DECLARATION OF JONAH VAN ZANDT

I, Jonah Van Zandt, declare:

1. I am an attorney duly licensed to practice law in the State of California. I am an associate at the law firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") in San Francisco, California.

2. Skadden represented the Special Committee ("SC") of the Board of Directors of KLA-Tencor Corporation ("KLA" or the "Company"). I have personal knowledge of the facts set forth below and could competently testify thereto.

3. I graduated from law school in 2002 and have worked on a number of cases involving internal investigations since then. I have attended in person or telephonically more than a dozen witness interviews in connection with those investigations.

4. In June 2006, I began working on an investigation of KLA's stock option granting practices being conducted by the SC. In connection with the SC investigation, I assisted with document review and interview preparation, performed legal research, and drafted portions of case materials as needed.

5. Between June 2006 and September 2006, I participated in and took notes at interviews of two former employees of KLA.

6. It was my practice to review in advance of the interviews any documents identified by the Skadden team as potential subjects of the interview.

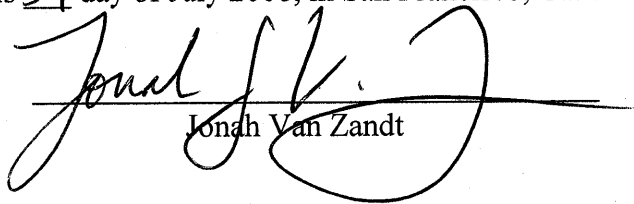
7. In taking notes at witness interviews, I understood that my primary responsibility was to record information provided or observations made by the witness, which, in my judgment, were of importance to the investigation and relevant to a further understanding of the option granting practices at KLA. I relied on my understanding of the important facts that had been learned in the investigation and applicable legal theories to determine, in my judgment, the relevant facts to be recorded.

8. After the conclusion of each SC interviews at which I took notes, I used my notes and recollections to prepare a memorandum of the interview. I circulated a draft of each memorandum to the other attorney or attorneys who attended each interview and incorporated any

1 comments I received from them. To my knowledge, neither my notes nor any drafts of any
2 interview memoranda were seen or adopted by the witnesses.

3 9. The notes I took at the SC interviews are not verbatim transcriptions, and I did not
4 understand the purpose of my participation in the interviews to be to create verbatim transcriptions.
5 I did not share my notes with anyone outside of Skadden. To my knowledge, none of my notes
6 have ever been seen or reviewed by anyone outside of Skadden.

7 I declare under penalty of perjury under the laws of the United States of America that the
8 foregoing is true and correct. Executed this 31 day of July 2008, in San Francisco, California.

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Jonah Van Zandt